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SECRETARY OF
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
SMOKING POLICY INSTITUTE

WE, THE UNDERSIGNED, natural persons over the age of twenty-one years and citizens of the United States, acting as incorporators of a corporation under the provisions of the Washington Non-Profit Corporation Act, and acting in the firm conviction of the present and ultimate value and the urgent and continuing necessity for the conduct of nonpartisan analysis, study and research concerning the use of tobacco products in public, with special emphasis on the health, cost and legal implications of smoking in public and private workplaces within the United States and throughout the rest of the world; and for the purpose of properly establishing an organization for the accomplishment of the instruction and training of the individual and of the public on subjects pertaining to or arising out of the public use of tobacco products, all in a manner which would be useful to the individual and beneficial to the community; and for the purpose of providing and presenting a full and fair exposition of the pertinent facts surrounding the use of tobacco products in a manner which will permit an individual or the public to form an independent opinion or conclusion concerning the use of tobacco products, and in particular the use of tobacco products within private and public

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workplaces in the United States and abroad; and for the purpose of providing and presenting public discussion groups, forums, panels, lectures and similar programs, including radio or television programs, to enhance the public discussion, education and awareness of legal information about the rights of smokers and non-smokers, the most effective steps for developing corporate or company smoking policies, the relative costs of various options, and objective research concerning the case histories of corporate policy implementations, do therefore and hereby adopt the following Articles of Incorporation for such corporation under the laws of the State of Washington as set forth in Title 24 of the Revised Code of Washington, to take effect upon certification by the Secretary of State of the State of Washington.

ARTICLE I.

The name of the corporation shall be the SMOKING POLICY INSTITUTE.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The purposes and objectives for which the corporation is formed are essentially to engage in nonpartisan analysis, study and research concerning the use of tobacco products in public, with particular emphasis on the use of tobacco products in private and public workplaces throughout the United States and the rest of the

world and to present the results thereof via public discussion groups, forums, panels, lectures and similar programs in a sufficiently full and fair exposition of the pertinent facts as to permit an individual or the public to form an independent opinion or conclusion. The officers of the corporation shall have the responsibility for planning and implementing an educational program to carry out the above and foregoing purposes.

ARTICLE IV.

The corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of the corporation shall be distributed to its members, officers or trustees. The corporation shall have the following powers.

(1) To gather interested individuals, parties, public officers, organizations and groups who wish to lend their name, influence, abilities, services or time, either singularly or collectively, specifically or generically, or in combination thereof, to the works of this educational enterprise;

(2) To receive all gifts, devises, inheritances and donations from any and all donors who shall be known as patrons of this corporation;

(3) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(4) To sell, mortgage, lease, and otherwise dispose of all or any part of its property and assets.

(5) To have and exercise all necessary and lawful powers provided by statute (RCW 24.03.035) to effect any or all of the purposes for which the corporation is organized.

(6) No part of the net earnings of this corporation shall inure to the benefit of any member, director, officer or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(7) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(8) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal

laws.

(9) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(10) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(11) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(12) Notwithstanding any other provisions of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such captilal Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE V.

The corporation shall have as its registered agent TIMOTHY J. LOWENBERG, with its registered office at 950 Fawcett Avenue

South, Suite 211, Tacoma, Washington 98402, who shall be so designated by a duly adopted resolution of the Board of Directors. A verified statement of such designation executed by the Secretary of the Board of Directors certifying the resolution as true shall be filed with the Secretary of State following the initial meeting of the Board of Directors. The registered office address, which is also the address of the registered agent is: 950 Fawcett Avenue South, Suite 211, Tacoma, Washington 98402. The mailing address is: P.O. Box 20271, Seattle, Washington 98102.

ARTICLE VI.

The incorporators and original Directors named in Articles XVI and XVII infra. shall constitute the members of this corporation and shall be a body politic with perpetual succession. On or after the filing of the Articles of Incorporation of this corporation with the Washington Secretary of State, the members of this corporation may, from time to time, add to the present numbers of members of this corporation by appointing and electing additional members and they may likewise provide by the Bylaws of this corporation the term of office and the manner of appointment and election of the present members and the additional members contemplated to be appointed as above provided, and their successors in office, and the said members, to wit; the present members and their successors in office, and the additional members appointed from time to time, and their successors in office, shall be a body corporate

and politic with perpetual succession.

ARTICLE VII.

This corporation shall issue no stock, common or preferred. All of the income, revenue, earnings and assets of this corporation shall be used, expended and applied, but not accumulated, in the absolute discretion of the Board of Directors, to pursue, maintain and carry on the declared objects and purposes of the corporation without profit or proprietary interest, directly or indirectly, to any corporate director, officer, employee or contributor.

ARTICLE VIII.

In the event of the dissolution of this corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, benevolent, eleemosynary, educational, religious, scientific or cultural organizations which would then qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In the event of the inability of the Board of Directors to designate a qualified charitable recipient or recipients to receive the residual assets of this corporation, then the qualified tax exempt recipient or recipients shall be determined by the Judge of The Superior Court of Pierce County, Washington, presiding at the time of dissolution, after first giving notice to all current members of the Board of Directors.

ARTICLE IX.

Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interest of the corporation will be served thereby. The removal of any officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE X.

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office in this state a record of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI.

No loans shall be made by the corporation to its Directors or officers. The Directors of the corporation who vote for the making or a loan to a Director or officer of the corporation, and any officer or officers participating in the making of such a loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof, plus any con-

sequential damages and attorneys fees incurred therein.

ARTICLE XII.

The corporation may conduct activities which substantially further its purposes and raise and maintain funds for its purposes.

ARTICLE XIII.

The management of the corporation will be vested in a board of seven (7) Directors and the duties, powers qualifications, terms of office, manner of election, and time and place of meeting shall be such as are prescribed by the Bylaws.

ARTICLE XIV.

The authority to make or amend Bylaws for the corporation is hereby vested in the seven (7) Directors of this corporation subject to the approval and ratification of a majority of the membership present at any regular or special meeting.

ARTICLE XV.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members of the corporation herein are granted subject to this reservation.

ARTICLE XVI.

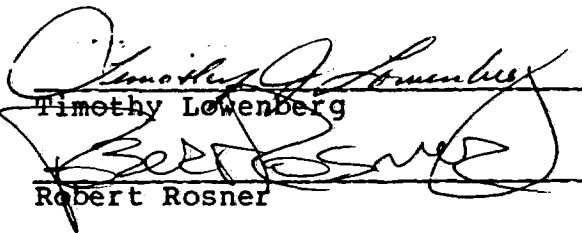
The names and addresses of the seven (7) Directors who will

first manage the affairs of the corporation for a period of not to exceed one year from the date of these Articles of Incorporation are as follows: William Weis, 100 Ward Street, #103, Seattle, Washington 98102; Robert Rosner, 1406 N.E. 70th, Seattle, Washington 98115; Timothy Lowenberg, 6101 Woodlake Drive, W., Tacoma, Washington 98467; Sue Eastman, 300 Elliott Avenue, #420, Seattle, Washington 98119; Ed Magee, M.D., 2975 Frisco Hill Road, Imperial, Missouri 63052; Kumi Kilburn, 10622 N.E. 46th, Kirkland, Washington 98033; and Len Beil, P.O. Box 204, Indianola, Washington 98342.

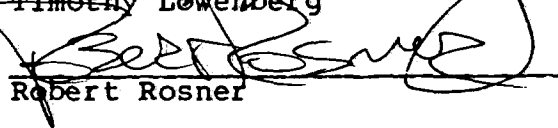
ARTICLE XVII.

The names and addresses of the incorporators of this non-profit corporation are as follows: Timothy Lowenberg, 950 Fawcett Avenue S., Suite 211, Tacoma, Washington 98402 and Robert Rosner, 1406 N.E. 70th, Seattle, Washington 98115.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 13th day of August, 1986.


Timothy Lowenberg

August 13, 1986
Date:


Robert Rosner

AUGUST 13 1986
Date:

CONSENT TO SERVE AS REGISTERED AGENT

I, TIMOTHY J. LOWENBERG, do hereby consent to serve as registered agent for The Smoking Policy Institute.

I understand that as Agent for the above corporation, it will be my responsibility to receive Service of Process in the

name of the corporation; to forward all renewals and other mail to the appropriate officers of the corporation; and to notify the office of the secretary of state upon my resignation or of any changes in the Registered office address of the corporation for which I am Agent.

Aug. 13, 1986
August 13, 1986


Timothy Lowenberg

950 Fawcett Avenue South
Suite 211
Tacoma, Washington 98402